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SEC 1972 Potential persons who are to respond to the collectic (5-05) in this form are not required to respond unless the it valid OMB control number.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL				
OMB Number: 323:	5-0076			
Expires: April 30, 2	800			
Estimated average burden hours per response 16.00				
SEC USE ON	LY			
Prefix Serial				
DATE RECEIVED				

Name of Offering ([] check if this is Ventana LLC Membership Interes		nd name has ch	anged, and indica	ate change.)	MATERIAL METAL STATE AND
Filing Under (Check box(es) that apply):	[ ] <u>Rule 504</u>	[ ] Rule 505	[X] Rule 506	[ ] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [ ]	Amendment			PR.C	OESSE
	A. BASIC ID	ENTIFICATION	DATA	SEI	P 0 1 2005
Enter the information requested a	about the issuer				CONSON
Name of Issuer ([ ] check if this is Ventana LLC	an amendment an	d name has cha	nged, and indica	te change.)	
Address of Executive Offices (Nur 3100 Tower Boulevard, 808 Unive					Area Code) <b>490-6717</b>
Address of Principal Business Oper Area Code) (if different from Executive Offices)	rations (Number a	nd Street, City,	State, Zip Code)	Telephone Number	(Including
Brief Description of Business Investment			november to a min to a minute property and a minute man and and added		



Type of Business Organia  [ ] corporation	[ ] limited partnership, alread	dy formed		ease specify): ability company	/, already formed
[ ] business trust	[ ] limited partnership, to be	formed		, p	,,,
		Mont	h Year		
Actual or Estimated Date	of Incorporation or Organization:	[07]	[2005]	[X] Actual	[] Estimated
Jurisdiction of Incorporati	on or Organization: (Enter two-letter CN for Canada; FN f				te:

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [X	[] General and/o Managing Partner
Full Name (Last name first, if individual)  Brian R. Kurtzer	######################################
Business or Residence Address (Number and Street, City, State, Zip Code) 3100 Tower Boulevard, 808 University Tower, Durham, North Carolina 27707	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [X	] General and/o Managing Partner
Full Name (Last name first, if individual) Sean J. McGill	
Business or Residence Address (Number and Street, City, State, Zip Code) 3100 Tower Boulevard, 808 University Tower, Durham, North Carolina 27707	en de la companya de
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [X	General and/o Managing Partner
Full Name (Last name first, if individual) Gordon T. Wegwart	
Business or Residence Address (Number and Street, City, State, Zip Code) 3100 Tower Boulevard, 808 University Tower, Durham, North Carolina 27707	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director []	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	

				В.	INFORM	ATION A	BOUT OF	FERING				
1. Has	the issu	er sold, c	or does th	ie issuer	intend to	sell, to no	on-accred	ited inves	tors in this	s offering	?Yes	No [X]
			An	swer also	in Appe	ndix, Colu	umn 2, if f	iling unde	r ULOE.			
2. Wh	at is the r	ninimum	investme	ent that w	ill be acc	epted froi	m any ind	ividual?		••••	\$ <u>1</u>	0,000.00
3. Does the offering permit joint ownership of a single unit?							Yes [ <b>X</b> ]	No [ ]				
indired of sec dealer more t	ctly, any ourities in registere than five	commissi the offeri ed with th (5) perso	on or siming. If a place	nilar remu erson to nd/or with listed are	ineration be listed in a state of associat	for solicita is an asso or states,	been or vation of posting the period of the period of such	urchasers erson or a ame of the	in connection in	ction with broker or r dealer. I	sales f	
	ame (Las pplicable		rst, if ind	ividual)								
Busine	ess or Re	sidence	Address	(Number	and Stre	et, City, S	itate, Zip	Code)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
Name	of Assoc	iated Bro	oker or De	ealer			***				***************************************	
States	in Which	Person	Listed Ha	as Solicit	ed or Inte	nds to Sc	licit Purcl	nasers		<del>-</del>		
(Chec	k "All S	states" o	r check	individu	al States	)				[	] All Sta	ites
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (Las	t name fi	irst, if indi	vidual)								
Busine	ess or Re	sidence	Address	(Number	and Stree	et, City, S	tate, Zip (	Code)	are considerable with the second seco			Annania de la companya de la company
Name	of Assoc	iated Bro	ker or De	ealer				<del> </del>			and the second s	
					ed or Inte		licit Purch	nasers	an ann an t-aire	[	] All States	3
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

and the control of the

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND L	ISE OF PROCEE	os
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities	\$	\$
Partnership Interests	\$	\$
Other (Specify). LLC Membership Interests	\$ <u>900,000.00</u>	\$ <u>670,000.00</u>
Total	\$ <u>900,000.00</u>	\$ <u>670,000.00</u>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Ente "0" if answer is "none" or "zero."		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	24	\$ 670,000.00
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	_24	\$ <u>670,000.00</u>
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	T (0 11	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		_\$
Regulation A		_\$
Rule 504		\$
Total		.\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[]	\$
Printing and Engraving Costs		\$
Legal Fees		\$ 5000.00
Accounting Fees		\$
Administrative, Postage, Secretary Fees		\$
Sales Commissions (specify finders' fees separately)*		
Other Expenses (State Filing Fees)		\$ 1375.00
Total		\$ 6375.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ...........

\$ 893,625.00

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers,	
	Directors, & Affiliates	Payments To Others
Salaries and fees	\$	\$
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	\$
Repayment of indebtedness	\$	\$
Norking capital	\$	\$ 893,625,00
Other (specify):	\$	\$
	\$	\$
Column Totals	\$	\$
Total Payments Listed (column totals added)		\$ 893,625.00

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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature / Date
	25
Ventana LLC	August 23, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Gordon T. Wegwart	President

### ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)